

GOODWIN | PROCTER

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November 7, 2012

VIA FEDERAL EXPRESS

Mr. Kevin Rakin
President, Regenerative Medicine
Shire Regenerative Medicine
11095 Torreyana Road
San Diego, CA 92121

Re: Infringement of U.S. Patent Nos. 5,759,830, 5,770,193 (“Three-Dimensional Fibrous Scaffold Containing Attached Cells for Producing Vascularized Tissue In Vivo”) and 5,770,417 (“Preparation of three-dimensional fibrous scaffold for attaching cells to produce vascularized tissue in vivo”)

Dear Mr. Rakin,

This firm represents Massachusetts Institute of Technology (“MIT”) and Children’s Medical Center Corporation (“CMCC”). I write to follow up on MIT’s June 22, 2011 letter to you and July 27, 2011 letter to Barbara Deptula regarding U.S. Patent Nos. 5,759,830, 5,770,193, and 5,770,417, which are enclosed herein along with both letters. MIT and CMCC are the assignees of these patents, and MIT has previously approached Shire about the opportunity to license these patents. To date, MIT has received no response to its inquiries.

Based on our preliminary investigation, we believe that Shire’s manufacture, use, offer for sale, and sale of Dermagraft in the United States constitutes infringement of one or more claims of the above-referenced patents. Namely, we believe that your Dermagraft product is a cellular-scaffold composition prepared *in vitro* to produce functional tissue *in vivo*, as claimed in the above-referenced patents. Although MIT and CMCC are prepared to enforce their intellectual property, it is our belief that all parties would benefit from working out a mutually-acceptable licensing arrangement without the need to resort to costly and time-consuming litigation. Accordingly, we invite Shire to engage in discussions with MIT and CMCC concerning a license to the above-referenced patents.

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I look forward to hearing from you within two weeks in order to resolve this matter without legal action.

Sincerely,


Daryl L. Wiesen

Enclosures

cc: Ms. Lita Nelsen
Ms. Lauren Foster
Mr. Erik Halvorsen

Technology Licensing Office



Massachusetts Institute of Technology
One Cambridge Center, Kendall Square
Cambridge, Massachusetts 02142

Phone 617-253-6966
Fax 617-258-6790
<http://web.mit.edu/tlo>

June 22, 2011

Kevin Rakin, Chief Executive Officer
Advanced BioHealing, Inc.
36 Church Lane
Westport, CT 06880

Re: Notification of U.S. Patent Nos. 5,759,830, 5,770,417, and 5,770,193 ("Three-Dimensional Fibrous Scaffold Containing Attached Cells for Producing Vascularized Tissue In Vivo")

Dear Mr. Rakin,

We write to invite Advanced BioHealing to engage in discussions with Massachusetts Institute of Technology (MIT) regarding the development and/or commercialization of products in the wound care area. We observe that Advanced BioHealing is developing and manufacturing products in this area (including, for example its Dermagraft® product). MIT, as you are no doubt aware, has a world class research program that has made many important contributions in the areas of tissue engineering and regenerative medicine, which have spawned an extensive patent portfolio, including, for example, US Patent Numbers 5,759,830, 5,770,417, and 5,770,193.

We have not yet fully evaluated the relationship between Advanced BioHealing's Dermagraft® product and MIT's patents, and in particular have not assessed the possibility that Dermagraft® and/or its manufacture, use or sale might fall within the scope of one or more MIT claims. To be clear, MIT has not determined at this time that Advanced BioHealing infringes any of the claims of the above-referenced patents, and hereby expressly disclaims that it is asserting any patent rights against you. Nonetheless, we reach out to encourage Advanced BioHealing to consider the possibility of working with MIT and licensing relevant MIT technology on appropriate terms.

Please contact me upon receipt of this letter so that we can set up a meeting to discuss licensing opportunities.

Sincerely,

A handwritten signature in black ink, appearing to read "Lita Nelsen".

Lita L. Nelsen
Director

Technology Licensing Office



Massachusetts Institute of Technology
One Cambridge Center, Kendall Square, Building NE18-501
Cambridge, Massachusetts 02142

July 27, 2011

Barbara Deptula
Executive Vice President of Business Development
Shire Pharmaceuticals
725 Chesterbrook Boulevard
Wayne, PA 19087

Re: Notification of U.S. Patent Nos. 5,759,830, 5,770,417, and 5,770,193 ("Three-Dimensional Fibrous Scaffold Containing Attached Cells for Producing Vascularized Tissue In Vivo")

Dear Ms. Deptula,

We write to invite Shire to engage in discussions with Massachusetts Institute of Technology (MIT) regarding the development and/or commercialization of products in the wound care area. We observe that Shire is developing and manufacturing products in this area (including, for example its Dermagraft[®] product recently acquired from Advanced BioHealing). MIT, as you are no doubt aware, has a world class research program that has made many important contributions in the areas of tissue engineering and regenerative medicine, which have spawned an extensive patent portfolio, including, for example, US Patent Numbers 5,759,830, 5,770,417, and 5,770,193.

We have not yet fully evaluated the relationship between Shire's Dermagraft[®] product and MIT's patents, and in particular have not assessed the possibility that Dermagraft[®] and/or its manufacture, use or sale might fall within the scope of one or more MIT claims. To be clear, MIT has not determined at this time that Shire infringes any of the claims of the above-referenced patents, and hereby expressly disclaims that it is asserting any patent rights against you. Nonetheless, we reach out to encourage Shire to consider the possibility of working with MIT and licensing relevant MIT technology on appropriate terms.

Please contact me upon receipt of this letter so that we can set up a meeting to discuss licensing opportunities.

Sincerely,

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Lita L. Nelsen
Director